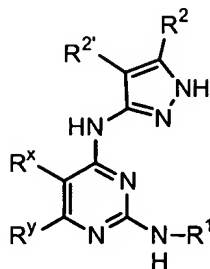


We claim:

1. (Previously presented) A compound of formula **IIIc**:



IIIc

or a pharmaceutically acceptable salt thereof, wherein:

R^x is $T-R^3$ or $L-Z-R^3$;

R^y is independently selected from $T-R^8$ or $L-Z-R^3$, wherein

R^8 is selected from an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, a heterocyclyl ring having 5-10 ring atoms, -halo, -OR, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-COCH_2COR$, $-NO_2$, $-CN$, $-S(O)R$, $-S(O)_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^7)_2$, $-SO_2N(R^7)_2$, $-OC(=O)R$, $-N(R^7)COR$, $-N(R^7)CO_2(C_{1-6} \text{ aliphatic})$, $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, $-C=N-OR$, $-N(R^7)CON(R^7)_2$, $-N(R^7)SO_2N(R^7)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^7)_2$;

R^1 is $T-(\text{Ring D})$;

Ring D is a 5-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is substituted at any substitutable ring carbon by oxo,

T-R⁵, or V-Z-R⁵, and at any substitutable ring nitrogen by -R⁴;

T is a valence bond or a C₁₋₄ alkylidene chain;

Z is a C₁₋₄ alkylidene chain;

L is -O-, -S-, -SO-, -SO₂-, -N(R⁶)SO₂-, -SO₂N(R⁶)-,
-N(R⁶)-, -CO-, -CO₂-, -N(R⁶)CO-, -N(R⁶)C(O)O-,
-N(R⁶)CON(R⁶)-, -N(R⁶)SO₂N(R⁶)-, -N(R⁶)N(R⁶)-,
-C(O)N(R⁶)-, -OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-,
-C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-,
-C(R⁶)₂N(R⁶)C(O)-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-,
-C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, or
-C(R⁶)₂N(R⁶)CON(R⁶)-;

R² and R^{2'} are independently selected from -R, -T-W-R⁶, or
R² and R^{2'} are taken together with their intervening
atoms to form a fused, 5-8 membered, unsaturated or
partially unsaturated, ring having 0-3 ring heteroatoms
selected from nitrogen, oxygen, or sulfur, wherein each
substitutable carbon on said fused ring formed by R²
and R^{2'} is substituted by halo, oxo, -CN, -NO₂, -R⁷, or
-V-R⁶, and any substitutable nitrogen on said ring
formed by R² and R^{2'} is substituted by R⁴;

R³ is selected from -R, -halo, -OR, -C(=O)R, -CO₂R,
-COCOR, -COCH₂COR, -NO₂, -CN, -S(O)R, -S(O)₂R, -SR,
-N(R⁴)₂, -CON(R⁷)₂, -SO₂N(R⁷)₂, -OC(=O)R, -N(R⁷)COR,
-N(R⁷)CO₂(C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂,
-C=N-OR, -N(R⁷)CON(R⁷)₂, -N(R⁷)SO₂N(R⁷)₂, -N(R⁴)SO₂R, or
-OC(=O)N(R⁷)₂;

each R is independently selected from hydrogen or an
optionally substituted group selected from C₁₋₆
aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10
ring atoms, or a heterocyclyl ring having 5-10 ring
atoms;

each R^4 is independently selected from $-R^7$, $-\text{COR}^7$,
 $-\text{CO}_2$ (optionally substituted C_{1-6} aliphatic), $-\text{CON}(\text{R}^7)_2$,
or $-\text{SO}_2\text{R}^7$;

each R^5 is independently selected from $-\text{R}$, halo, $-\text{OR}$,
 $-\text{C}(=\text{O})\text{R}$, $-\text{CO}_2\text{R}$, $-\text{COCOR}$, $-\text{NO}_2$, $-\text{CN}$, $-\text{S}(\text{O})\text{R}$, $-\text{SO}_2\text{R}$, $-\text{SR}$,
 $-\text{N}(\text{R}^4)_2$, $-\text{CON}(\text{R}^4)_2$, $-\text{SO}_2\text{N}(\text{R}^4)_2$, $-\text{OC}(=\text{O})\text{R}$, $-\text{N}(\text{R}^4)\text{COR}$,
 $-\text{N}(\text{R}^4)\text{CO}_2$ (optionally substituted C_{1-6} aliphatic),
 $-\text{N}(\text{R}^4)\text{N}(\text{R}^4)_2$, $-\text{C}=\text{NN}(\text{R}^4)_2$, $-\text{C}=\text{N}-\text{OR}$, $-\text{N}(\text{R}^4)\text{CON}(\text{R}^4)_2$,
 $-\text{N}(\text{R}^4)\text{SO}_2\text{N}(\text{R}^4)_2$, $-\text{N}(\text{R}^4)\text{SO}_2\text{R}$, or $-\text{OC}(=\text{O})\text{N}(\text{R}^4)_2$;

V is $-\text{O}-$, $-\text{S}-$, $-\text{SO}-$, $-\text{SO}_2-$, $-\text{N}(\text{R}^6)\text{SO}_2-$, $-\text{SO}_2\text{N}(\text{R}^6)-$,
 $-\text{N}(\text{R}^6)-$, $-\text{CO}-$, $-\text{CO}_2-$, $-\text{N}(\text{R}^6)\text{CO}-$, $-\text{N}(\text{R}^6)\text{C}(\text{O})\text{O}-$,
 $-\text{N}(\text{R}^6)\text{CON}(\text{R}^6)-$, $-\text{N}(\text{R}^6)\text{SO}_2\text{N}(\text{R}^6)-$, $-\text{N}(\text{R}^6)\text{N}(\text{R}^6)-$,
 $-\text{C}(\text{O})\text{N}(\text{R}^6)-$, $-\text{OC}(\text{O})\text{N}(\text{R}^6)-$, $-\text{C}(\text{R}^6)_2\text{O}-$, $-\text{C}(\text{R}^6)_2\text{S}-$,
 $-\text{C}(\text{R}^6)_2\text{SO}-$, $-\text{C}(\text{R}^6)_2\text{SO}_2-$, $-\text{C}(\text{R}^6)_2\text{SO}_2\text{N}(\text{R}^6)-$, $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)-$,
 $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{C}(\text{O})-$, $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{C}(\text{O})\text{O}-$, $-\text{C}(\text{R}^6)=\text{NN}(\text{R}^6)-$,
 $-\text{C}(\text{R}^6)=\text{N}-\text{O}-$, $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{N}(\text{R}^6)-$, $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{SO}_2\text{N}(\text{R}^6)-$, or
 $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{CON}(\text{R}^6)-$;

W is $-\text{C}(\text{R}^6)_2\text{O}-$, $-\text{C}(\text{R}^6)_2\text{S}-$, $-\text{C}(\text{R}^6)_2\text{SO}-$, $-\text{C}(\text{R}^6)_2\text{SO}_2-$,
 $-\text{C}(\text{R}^6)_2\text{SO}_2\text{N}(\text{R}^6)-$, $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)-$, $-\text{CO}-$, $-\text{CO}_2-$,
 $-\text{C}(\text{R}^6)\text{OC}(\text{O})-$, $-\text{C}(\text{R}^6)\text{OC}(\text{O})\text{N}(\text{R}^6)-$, $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{CO}-$,
 $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{C}(\text{O})\text{O}-$, $-\text{C}(\text{R}^6)=\text{NN}(\text{R}^6)-$, $-\text{C}(\text{R}^6)=\text{N}-\text{O}-$,
 $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{N}(\text{R}^6)-$, $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{SO}_2\text{N}(\text{R}^6)-$,
 $-\text{C}(\text{R}^6)_2\text{N}(\text{R}^6)\text{CON}(\text{R}^6)-$, or $-\text{CON}(\text{R}^6)-$;

each R^6 is independently selected from hydrogen or an
optionally substituted C_{1-4} aliphatic group, or two R^6
groups on the same nitrogen atom are taken together
with the nitrogen atom to form a 5-6 membered
heterocyclyl or heteroaryl ring; and

each R^7 is independently selected from hydrogen or an
optionally substituted C_{1-6} aliphatic group, or two R^7
on the same nitrogen are taken together with the
nitrogen to form a 5-8 membered heterocyclyl or
heteroaryl ring.

2. (Previously presented) The compound according to claim 1, wherein said compound has one or more features selected from the group consisting of:

- (a) R^x is hydrogen, alkyl- or dialkylamino, acetamido, or a C_{1-4} aliphatic group;
- (b) R^y is $T-R^8$ or $L-Z-R^3$, wherein T is a valence bond or a methylene and R^3 is $-R$, $-N(R^4)_2$, or $-OR$ and R^8 is an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms, $-N(R^4)_2$ or $-OR$;
- (c) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond or a methylene unit;
- (d) Ring D is a 5-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and
- (e) R^2 is $-R$ or $-T-W-R^6$ and $R^{2'}$ is hydrogen, or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring.

3. (Previously presented) The compound according to claim 2, wherein:

- (a) R^x is hydrogen, alkyl- or dialkylamino, acetamido, or a C_{1-4} aliphatic group;
- (b) R^y is $T-R^8$ or $L-Z-R^3$, wherein T is a valence bond or a methylene and R^3 is $-R$, $-N(R^4)_2$, or $-OR$ and R^8 is an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms, $-N(R^4)_2$ or $-OR$;
- (c) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond or a methylene unit;

- (d) Ring D is a 5-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and
- (e) R^2 is $-R$ or $-T-W-R^6$ and $R^{2'}$ is hydrogen, or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring.

4. (Previously presented) The compound according to claim 2, wherein said compound has one or more features selected from the group consisting of:

- (a) R^Y is $T-R^8$ or $L-Z-R^3$ wherein T is a valence bond or a methylene and R^3 and R^8 are selected from $-R$, $-OR$, or $-N(R^4)_2$, wherein R is selected from C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl;
- (b) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond;
- (c) Ring D is a 5-6 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring;
- (d) R^2 is $-R$ and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and
- (e) L is $-O-$, $-S-$, or $-N(R^4)-$.

5. (Previously presented) The compound according to claim 4, wherein:

- (a) R^Y is $T-R^8$ or $L-Z-R^3$ wherein T is a valence bond or a methylene and R^3 and R^8 are selected from $-R$, $-OR$, or $-N(R^4)_2$, wherein R is selected from C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl;
- (b) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond;
- (c) Ring D is a 5-6 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring;

- (d) R^2 is -R and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and
- (e) L is -O-, -S-, or -N(R^4)-.

6. (Previously presented) The compound according to claim 4, wherein said compound has one or more features selected from the group consisting of:

- (a) R^x is hydrogen methyl, ethyl, propyl, cyclopropyl, isopropyl, methylamino or acetimido;
- (b) R^y is selected from 2-pyridyl, 4-pyridyl, pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkoxyalkylamino, alkoxyalkyl, alkyl- or dialkylamino, alkyl- or dialkylaminoalkoxy, acetamido, optionally substituted phenyl, or methoxymethyl;
- (c) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring, wherein Ring D is optionally substituted with one to two groups selected from -halo, -CN, -NO₂, -N(R^4)₂, optionally substituted C_{1-6} aliphatic group, -OR, -CO₂R, -CONH(R^4), -N(R^4)COR, -N(R^4)SO₂R, -N(R^6)COCH₂CH₂N(R^4)₂, or -N(R^6)COCH₂CH₂CH₂N(R^4)₂; and
- (d) R^2 is hydrogen or a substituted or unsubstituted C_{1-6} aliphatic, and L is -O-, -S-, or -NH-.

7. (Original) The compound according to claim 6, wherein:

- (a) R^x is hydrogen methyl, ethyl, propyl, cyclopropyl, isopropyl, methylamino or acetimido;
- (b) R^y is selected from 2-pyridyl, 4-pyridyl, pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkoxyalkylamino, alkoxyalkyl, alkyl- or dialkylamino, alkyl- or dialkylaminoalkoxy, acetamido, optionally substituted phenyl, or methoxymethyl;
- (c) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring, wherein Ring D is optionally substituted with one to two groups selected from -halo, -CN, -NO₂, -N(R⁴)₂, optionally substituted C₁₋₆ aliphatic group, -OR, -CO₂R, -CONH(R⁴), -N(R⁴)COR, -N(R⁴)SO₂R, -N(R⁶)COCH₂CH₂N(R⁴)₂, or -N(R⁶)COCH₂CH₂CH₂N(R⁴)₂; and
- (d) R^2 is hydrogen or a substituted or unsubstituted C₁₋₆ aliphatic, and L is -O-, -S-, or -NH-.

8. (Original) A compound selected from the group consisting of:

(5-Methyl-2H-pyrazol-3-yl)-(6-phenyl-2-phenylamino-pyrimidin-4-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-(6-phenyl-2-phenylamino-pyrimidin-4-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(3-methylphenylamino)-6-phenyl-pyrimidin-4-yl]-amine;

[2-(4-cyanomethylphenylamino)-6-phenyl-pyrimidin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[6-phenyl-2-(pyridin-3-ylmethylamino)-pyrimidin-4-yl]-amine;

[2-(3-Chlorophenyl)amino-6-(3-nitrophenyl)-pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(3-Chlorophenyl)amino-6-(3,4,5-trimethoxyphenyl)-pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Methyl-2*H*-pyrazol-3-yl)-[2-(4-sulfamoylphenylamino)-6-(3,4,5-trimethoxyphenyl)-pyrimidin-4-yl]-amine;

[2-(4-Chlorophenyl)amino-6-methyl-pyrimidin-4-yl]-[5-(furan-2-yl)-2*H*-pyrazol-3-yl]-amine;

[2-(Benzimidazol-2-ylamino)-6-ethyl-pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Chlorophenyl)amino-6-methyl-pyrimidin-4-yl]-(5-phenyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Chlorophenyl)amino-6-ethyl-pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-*tert*-Butyl-2*H*-pyrazol-3-yl)-[2-(3-chlorophenyl)amino-6-(3-nitrophenyl)-pyrimidin-4-yl]-amine;

[2-(3-Chlorophenyl)amino-6-(3-nitrophenyl)-pyrimidin-4-yl]-(5-phenyl-2*H*-pyrazol-3-yl)-amine;

[5-(Furan-2-yl)-2*H*-pyrazol-3-yl]-(6-phenyl-2-phenylamino-pyrimidin-4-yl)-amine;

[2-(Benzimidazol-2-ylamino)-6-methyl-pyrimidin-4-yl]-(5-phenyl-2*H*-pyrazol-3-yl)-amine;

[2-(Benzimidazol-2-ylamino)-6-methyl-pyrimidin-4-yl]-[5-(Furan-2-yl)-2*H*-pyrazol-3-yl]-amine;

[2-(4-Chlorophenylamino)-6-methyl-pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Chlorophenyl)amino-5,6-dimethyl-pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5,6-Dimethyl-2-phenylamino-pyrimidin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Chlorophenyl)amino-6-methoxymethyl-pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(Benzimidazol-2-ylamino)-6-methoxymethyl-pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(6-Methoxymethyl-2-phenylamino-pyrimidin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(6-Methyl-2-phenylamino-pyrimidin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;

*N*⁴-(5-Cyclopropyl-1*H*-pyrazol-3-yl)-*N*²-(1*H*-indazol-5-yl)-6-methyl-pyrimidine-2,4-diamine; and

*N*²-Benzothiazol-6-yl-*N*⁴-(5-cyclopropyl-1*H*-pyrazol-3-yl)-6-methyl-pyrimidine-2,4-diamine.

9. (Original) A composition comprising a compound according to any one of claims 1-8; and a pharmaceutically acceptable carrier.

10. (Original) The composition according to claim 9, further comprising an additional therapeutic agent.

11. (Original) A method of inhibiting Aurora-2, GSK-3, or Src activity in a biological sample comprising the step of contacting said biological sample with a compound according to any one of claims 1-8.

12. (Canceled)

13. (Canceled)

14. (Currently amended) A method of treating ~~an Aurora-2 mediated disease, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a composition according to claim 9.~~ melanoma, lymphoma, neuroblastoma, leukemia, or a cancer selected from colon, breast, lung,

kidney, ovary, pancreatic, renal, CNS, cervical, prostate, and cancer of the gastric tract, said method comprising the step of administering to said patient a composition according to any one of claims 1-8.

15. (Canceled)

16. (Original) The method according to claim ~~15~~14, wherein said method further comprises administering an additional therapeutic agent selected from a chemotherapeutic agent or anti-proliferative agent.

17. (Original) The method according to claim 16, wherein said additional therapeutic agent is a chemotherapeutic agent.

18. (Canceled)

19. (Canceled)

20. (Currently amended) A method ~~of method of~~ treating diabetes and schizophrenia, a GSK-3 mediated disease, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a composition according to claim 9.

21. (Canceled)

22. (Currently amended) The method according to claim 21, wherein said ~~GSK-3 mediated disease~~ is diabetes.

23. (Original) A method of enhancing glycogen synthesis or lowering blood levels of glucose in a patient in need thereof, which method comprises administering to said patient a therapeutically effective amount of a composition according to claim 9.

24. (Original) A method of inhibiting the production of hyperphosphorylated Tau protein in a patient, which method comprises administering to a patient in need thereof a therapeutically effective amount of a composition according to claim 9.

25. (Original) A method of inhibiting the phosphorylation of β -catenin, which method comprises administering to a patient in need thereof a therapeutically effective amount of a composition according to claim 9.

26. (Canceled)

27. (Currently amended) A method of treating ~~a Src-mediated disease~~ hypercalcemia, osteoporosis, osteoarthritis, cancer, symptomatic treatment of bone metastasis, or Paget's disease, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a composition according to claim 9.